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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response......16

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY						
Prefix		Serial				
i						
DATE RECEIVED						

Name of Offering (check if this Convertible Promissory Note	is an amendment and name has ches and Warrants.	nanged, and indicate change.)			
Filing Under (Check box(es) th apply):	at []Rule 504 []Rule 505 [)	X] Rule 506 [ ] Section 4(6) [ ] ULOI			
Type of Filing: [ X ] New Filing	PROCESSED DEC 23 2005 Z				
	A. BASIC IDENTIFICATION D	PATA THOMAS			
Enter the information reques	sted about the issuer	FINANCIAL			
Name of Issuer (check if this is CapitalSoft, Inc.	an amendment and name has cha	inged, and indicate change.)			
Address of Executive Offices (Number and Street, City, State, Zip Code)  Number (Including Area Code)  1302 E. Collins Blvd., Richardson, Texas 75081  (214) 576-9					
Address of Principal Business Number (Including Area Code) (if different from Executive Offi		City, State, Zip Code) Telephone			
Brief Description of Business Provide services that e	encompass network design through	operation.			
Type of Business Organization					
[X] corporation [ ] business trust	[ ] limited partnership, already to [ ] limited partnership, to be for				



Month Year

Actual or Estimated Date of Incorporation or Organization: [1][2][9][9] [X] Actual [] Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [D][E]

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

Page 2 of 2

#### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Apply:	Box(es) that [ ] Promoter	[X] Beneficial Owner	[] Executive Officer	[X] Director [ ]	General and/or Managing Partner
Full Na	ame (Last name first, if individ Slagel, Gary	dual)			<del></del>
Busine	ess or Residence Address (N 1876 Firman Drive, Richard			de)	
Check Apply:	Box(es) that [ ] Promoter [	X ] Beneficial Owner	[ X ] Executive Officer	[ ] Director [ ]	General and/o Managing Partner
Full Na	ame (Last name first, if individ Ashrafi, Solyman	dual)			
Busine	ess or Residence Address (N 1302 E. Collins Blvd., Richa			de)	
Check Apply:	Box(es) that [ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[X] Director []	General and/o Managing Partner
Full Na	ame (Last name first, if individended Matthew Blanton	dual)			
Busine	ess or Residence Address (N 1302 E. Collins Blvd., Richa			de)	
Check Apply:	Box(es) that [ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[X] Director []	General and/o Managing Partner
Full Na	ame (Last name first, if individ Kevin Jacques	dual)	State of the state		
	ess or Residence Address (N Two Galleria Tower, Suite 16				

Check Box(es) that Apply:		eneficial [ ] wner	Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last nam Eric Van den	•				
Business or Residen c/o CapitalSo	ce Address (Numbe oft, 1302 Collins Blv			de)	
Check Box(es) that Apply:		Beneficial [: Dwner	X] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last nam Millsap, Way					
Business or Residen 1302 E. Colli	ce Address (Numbe ns Blvd., Richardso		y, State, Zip Co	de)	
Check Box(es) that Apply:	[ ] Promoter [X]	Beneficial Owner	[] Executive Officer	[ ] Director [ ]	General and/or Managing Partner
Full Name (Last nam STARTech S	e first, if individual) Seed Fund I, LP		110 110 110 110 110 110 110 110 110 110		
Business or Residen 1302 E. Colli	ce Address (Numbe ns Blvd., Richardso		y, State, Zip Co	de)	
Check Box(es) that Apply:	[] Promoter [X]	Beneficial Owner	[] Executive Officer	· [ ] Director [ ]	General and/or Managing Partner
Full Name (Last nam Hoak Ventur				and the state of t	
Business or Residen 13355 Noel I	ce Address (Numbe Rd. Suite 1050, Dall			de)	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				B. IN	FORMA	TION A	BOUT O	FFERING	3				
	s the issu	uer sold,	or does	the iss	uer inten	d to sell,	to non-a	accredite	d investo	ors in this	s ì	Yes [ ]	No [ X ]
			Answ	er also	in Apper	ndix, Coli	umn 2, if	filing un	der ULO	E.			
2. What is the minimum investment that will be accepted from any individual?								(	\$ <u>N</u>	/A			
3. Does the offering permit joint ownership of a single unit?							,	Yes	No [ X ]				
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Name	of Asso	ciated B	roker or	Dealer									
States	s in Whic	h Perso	n Listed	Has So	licited or	Intends	to Solici	t Purcha	sers				
(Chec	ck "All S	States"	or chec	k indivi	dual Sta	ates)		•		[	] All	State	es
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[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY	j	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the
total amount already sold. Enter "0" if answer is "none" or "zero." If the
transaction is an exchange offering, check this box [X] and indicate in the
columns below the amounts of the securities offered for exchange and already
exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>130,000</u>	\$ <u>130,000</u>
Equity	\$ <u>97,500</u>	\$ <u>-0-</u>
[] Common [x] Preferred		
Convertible Securities (including warrants)	\$ <u>227,500</u>	\$ <u>130,000</u>
Partnership Interests	\$0	\$0
Other (Specify).	\$0	\$ <u>-0-</u>
Total	\$_227,500	\$ <u>130,000</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

		Dollar Amount of Purchases
Accredited Investors	2	\$ <u>130,000</u>
Non-accredited Investors	-0-	\$
Total (for filings under Rule 504 only)	-0-	\$

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold	
Rule 505	N/A	\$	_
Regulation A	N/A	\$	_
Rule 504	<u>N/A</u>	\$	_
Total	N/A	\$	_

4. a. Furnish a statement of all expenses in connection with the issuance a distribution of the securities in this offering. Exclude amounts relating solely organization expenses of the issuer. The information may be given as subject future contingencies. If the amount of an expenditure is not known, furnish estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees  Accounting Fees  Engineering Fees  Sales Commissions (specify finders' fees separately)  Other Expenses (identify)  Total  b. Enter the difference between the aggregate offering price given in response Question 1 and total expenses furnished in response to Part C - Questic difference is the "adjusted gross proceeds to the issuer."  5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b	/ to t to t to an  [ ] \$ [X] \$ [ ] \$ [ ] \$ [X] \$	5 -0- 5 5,000 6 -0- 6 -0- 6 -0-
above.	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[ ]\$ <u>-0-</u>	[]\$0-
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[ ]\$ -0-	[]\$0-
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	[]\$0-
Repayment of indebtedness	[ ]\$0-	[]\$0-
Working capital	[]\$	[X]\$ <u>125,000</u>
Other (specify):	[]\$	[ ]\$ <u>-0-</u>
Column Totals	[]\$	[]\$ <u>-0-</u>

Total Payments Listed (column totals added) .....

[X]\$<u>125,000</u>

[ ]\$\_\_

# D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date	
CapitalSoft, Inc.	Dojum	November 29, 2005	
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Wayne Millsap	Chief Financial Officer, Secretary		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

# E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification yes No provisions of such rule? See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
CapitalSoft, Inc.	Lynns	November 29, 2005
Name of Signer (Print or Type)	Title (Print or Type)	
Wayne Millsap	Chief Financial Officer, Secret	ary

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

# APPENDIX

1	Intend to sell to non-analytical and aggregate		4				5 Disqualification under State ULOE		
	accred investo Stat (Part B 1)	rs in e -Item	offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)		(if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No	Trace and the latest account continued to the continue and the defect one both the first his his his works account and the	Number of Accredited Investors		Number of Non- Accredited Investors	Amount	Yes	No
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